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U.S. Patent & TMO/TM Mail Rcpt Dt #75

TR 101809486

U.S. DEPARTMENT OF COMMERCE

Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

SOS Services, Inc.

72501

- Individual(s)
- General Partnership
- Corporation-State of Utah
- Other
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: May 9, 1995

2. Name and address of receiving party(ies):

Name: SOS Staffing Services, Inc.

Internal Address: 1415 South Main

City: Salt Lake City State: Utah Zip: 84115

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State of Utah
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from Assignment)

Additional name(s) & Address(es) attached? Yes No

4. Application number(s) or registration number(s): 1,990,978

A. Trademark Application No.(s) B. Trademark registration No.(s) Registration No.

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Preston C. Regehr

Internal Address: PARSONS BEHLE & LATIMER

Street Address: 201 South Main Street, Suite 1800

City: Salt Lake City State: Utah Zip: 84111

6. Total number of applications and registrations involved: 1

7. Total Fee (37 CFR 3.41): \$40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

50-0581

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Preston C. Regehr
Name of Person Signing

Preston C. Regehr
Signature

July 23/01
Date

Total number of pages comprising cover sheet: 11



Utah Department of Commerce
Division of Corporations & Commercial Code
160 East 300 South, 2nd Floor, Box 146705
Salt Lake City, UT 84114-6705
Phone: (801) 530-4849
Toll Free: (877) 526-3994 Utah Residents
Fax: (801) 530-6438
Web site: <http://www.commerce.state.ut.us>

Registration Number: 630943-0142

07/17/01

Business Name: SOS STAFFING SERVICES, INC.

Registered Date: DECEMBER 15, 1972

CERTIFICATE OF CORPORATION AMENDMENT ENACTING CHANGE OF NAME

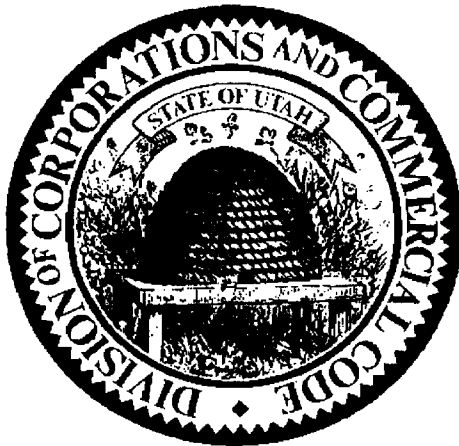
THE UTAH DIVISION OF CORPORATIONS AND COMMERCIAL CODE ("DIVISION") HEREBY CERTIFIES THAT THE ATTACHED IS A TRUE, CORRECT AND COMPLETE COPY OF THE AMENDMENT TO THE ARTICLES SUBMITTED BY

SOS SERVICES, INC.

FOR APPROVAL AND FILING BY THIS OFFICE ON MAY 10, 1995, AND THAT THE BUSINESS NAME IS CHANGED THEREBY TO

SOS STAFFING SERVICES, INC.

AS APPEARS OF RECORD IN THE OFFICE OF THE DIVISION.



Kathy Berg

Kathy Berg
Director
Division of Corporations and Commercial Code

Dept. of Professional Licensing
(801)530-6628

Real Estate
(801)530-6747

Public Utilities
(801)530-6651

Securities
(801)530-6600

Consumer Protection
(801)530-6601

TRADEMARK
REEL: 002345 FRAME: 0254

C0058450

EXPEDITE

State of Utah
Department of Commerce
Division of Corporations and Commercial Code

ARTICLES OF AMENDMENT

I hereby certify that the foregoing has been filed and approved on the 10 day of May 1995 in the office of this Division and hereby issue this Certificate thereon.

AND RESTATEMENT

OF THE

Examiner BS Date 5/11/95

ARTICLES OF INCORPORATION

OF



Karla S. Woods

KARLA T. WOODS
Division Director

RECEIVED

MAY 10 1995

Utah Div. of Corp. & Comm. Code

BS

SOS SERVICES, INC.

PURSUANT TO THE PROVISIONS of the Utah Revised Business Corporation Act (the "Act"), the undersigned corporation does hereby adopt the following Articles of Amendment and Restatement of its Articles of Incorporation with the intent that this amendment constitutes a revision of such Articles of Incorporation and supersedes the existing Articles of Incorporation as previously amended:

1. The name of the corporation is SOS Services, Inc.
2. The following amendment and restatement of the Articles of Incorporation was adopted by the shareholders of the corporation on May 4, 1995.

The Articles of Incorporation of the corporation, as previously amended, are hereby amended and restated in their entirety as follows:

5130000097

#058450

RESTATED
ARTICLES OF INCORPORATION
OF

SOS STAFFING SERVICES, INC.

RECEIVED

MAY 10 1995

Utah Div. of Corp. & Comm. Code

ARTICLE I—NAME

The name of the corporation is SOS Staffing Services, Inc.

ARTICLE II—DURATION

The duration of the corporation is perpetual.

ARTICLE III—PURPOSES

The purpose which the corporation is authorized to pursue is to engage in any lawful act or activity for which corporations may be organized under the Utah Revised Business Corporation Act.

The corporation shall have and may exercise all of the rights, powers and privileges now or hereafter conferred upon corporations organized under the Utah Revised Business Corporation Act and may do everything necessary, suitable or proper for the accomplishment of any of its corporate purposes.

ARTICLE IV—STOCK

The total number of shares of capital stock which the corporation shall have authority to issue is twenty-five million (25,000,000) of which five million (5,000,000) shall be shares of preferred stock, no par value (hereinafter called "Preferred Stock") and twenty million (20,000,000) shall be shares of common stock, par value \$.01 per share, designated as Common Stock (hereinafter called "Common Stock").

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Each share of Common Stock issued and outstanding as of 5:00 p.m. Mountain Time on May 10, 1995 (the "Change Time"), is, on and as of such time and date, changed into two hundred and twenty-five (225) shares of Common Stock.

Each certificate representing one or more shares of Common Stock which shall be issued and outstanding immediately prior to the Change Time shall thereafter for all purposes be deemed to represent 225 shares of the corresponding class of Common Stock for each share of Common Stock represented by such certificate; and each holder of record of a certificate for one or more shares of Common Stock as of the Change Time shall be entitled to receive as soon as practicable, and upon surrender of such certificate to the officer or agent having charge of the stock transfer books for shares of the corporation, a certificate or certificates representing 225 shares of Common Stock for each one share of a class of Common Stock represented by the certificate of such holder immediately prior to the Change Time. The shares of Common Stock represented by certificates issued pursuant to this paragraph upon such surrender shall be validly issued, fully paid and nonassessable.

The designation, powers, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions thereof, of each class of stock, and the express grant of authority to the board of directors to fix by resolution the designation, powers, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions thereof, of each share of Preferred Stock which are not fixed by these Articles of Incorporation, are as follows:

A. PREFERRED STOCK

1. Number; Series. The Preferred Stock may be issued in one or more series, from time to time, with each such series to have such designation, powers, preferences and relative, participating, optional or other special rights and qualifications, limitations or restrictions thereof, as shall be stated and expressed in the resolution or resolutions providing for the issue of such series adopted by the board of directors of the corporation, subject to the limitations prescribed by law and in accordance with the provisions hereof, the board of directors being hereby expressly vested with authority to adopt any such resolution or resolutions. The authority of the board of directors with respect to each such series shall include, but not be limited to, the determination or fixing of the following:

(i) The distinctive designation and number of shares comprising such series, which number may (except where otherwise provided by the board of directors in creating such series) be increased or decreased (but not below the number of shares then outstanding) from time to time by like action of the board of directors;

(ii) The dividend rate of such series, the conditions and times upon which such dividends shall be payable, the relation which such dividends shall bear to the dividends payable on any other class or classes of stock or series thereof, or on the other series of the same class, and whether dividends shall be cumulative or noncumulative;

(iii) The conditions upon which the shares of such series shall be subject to redemption by the corporation and the times, prices and other terms and provisions upon which the shares of the series may be redeemed;

(iv) Whether or not the shares of the series shall be subject to the operation of retirement or sinking fund provisions to be applied to the purchase or redemption of such shares and, if such retirement or sinking fund be established, the annual amount thereof and the terms and provisions relative to the operation thereof;

(v) Whether or not the shares of the series shall be convertible into or exchangeable for shares of any other class or classes, with or without par value, or of any other series of the same class and, if provision is made for conversion or exchange, the times, prices, rates, adjustments, and other terms and conditions of such conversion or exchange;

(vi) Whether or not the shares of the series shall have voting rights, in addition to the voting rights provided by law, and, if so, subject to the limitations hereinafter set forth, the terms of such voting rights;

(vii) The rights of the shares of the series in the event of voluntary or involuntary liquidation, dissolution, or upon distribution of assets of the corporation;

(viii) Any other powers, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions thereof, of the shares of such series, as the board of directors may deem advisable and as shall not be inconsistent with the provisions of these Articles of Incorporation.

2. Dividends. The holders of the shares of Preferred Stock of each series shall be entitled to receive, when and as declared by the board of directors, out of the funds legally available for the payment of dividends, dividends at the rate fixed by the board of directors for such series for the current period and, if cumulative, for all prior periods for which such dividends are cumulative, and no more, before any dividends, other than dividends payable in Common Stock, shall be declared and paid, or set apart for payment, on the Common Stock with respect to the same dividend period.

Whenever, at any time, dividends on the then outstanding Preferred Stock as may be required with respect to any series outstanding shall have been paid or declared and set apart for payment on the then outstanding Preferred Stock, and after complying with respect to any retirement or sinking fund or funds for all applicable series of Preferred Stock, the board of directors may, subject to the provisions of the resolution or resolutions creating the series of Preferred Stock, declare and pay dividends on the Common Stock as provided in paragraph B.1. of this Article IV, and the holders of shares of Preferred Stock shall not be entitled to share therein, except as otherwise provided in the resolution or resolutions creating any series.

3. Liquidation; Dissolution. The holders of the Preferred Stock of each series shall be entitled upon liquidation or dissolution of the corporation to such preferences as are provided in the resolution or resolutions creating such series of Preferred Stock, and no more, before any distribution of the assets of the corporation shall be made to the holders of shares of the Common Stock. Whenever the holders of shares of the Preferred Stock shall have been paid the full amounts to which they shall be entitled, the holders of shares of the Common Stock shall be entitled to share in all assets of the corporation remaining as provided in paragraph B.2. of this Article IV. If, upon such liquidation, dissolution or winding up, the assets of the corporation distributable as aforesaid among the holders of Preferred Stock of all series shall be insufficient to permit full payment to them of said preferential amounts, then such assets shall be distributed ratably among such holders in proportion to the respective total amounts which they shall be entitled to receive as provided in this paragraph 3.

4. Voting. Except as otherwise provided by a resolution or resolutions of the board of directors creating any series of Preferred Stock or by the general corporation law of Utah, the Common Stock issued and outstanding shall have and possess the exclusive power to vote for the election of directors and for all other purposes as provided in paragraph B.3. of this Article IV.

5. Preemptive Rights. Except as may be provided in the resolution or resolutions of the board of directors providing for the issue of any series of Preferred Stock, no holder of shares of the Preferred Stock of the corporation shall, as such holder, be entitled as of right to subscribe for, purchase or receive any part of any new or additional issue of stock of any class, whether now or hereafter authorized, or of bonds, debentures or other securities convertible into or exchangeable for stock, but all such additional shares of stock of any class, or bonds, debentures or other securities convertible into or exchangeable for stock, may be issued and disposed of by the board of directors on such terms and for such consideration, so far as may be permitted by law, and to such persons, as the board of directors in its absolute discretion may deem advisable.

B. COMMON STOCK

1. Dividends. Subject to the rights of the holders of Preferred Stock, and subject to any other provisions of the Articles of Incorporation, holders of Common Stock shall be entitled to receive such dividends and other distributions in cash, stock or property of the corporation as may be declared thereon by the board of directors from time to time out of assets or funds of the corporation legally available therefor.

2. Liquidation; Dissolution. In the event of any liquidation, dissolution or winding up of the affairs of the corporation, whether voluntary or involuntary, after payment or provision for payment of the debts and other liabilities of the corporation and after payment or provision for payment to the holders of each series of Preferred Stock of all amounts required in accordance with paragraph A.3. of this Article IV, the remaining assets and funds of the corporation shall be divided among and paid to the holders of Common Stock.

3. Voting.

(a) At every meeting of the shareholders, every holder of Common Stock shall be entitled to one (1) vote in person or by proxy for each share of such Stock standing in his name on the stock transfer records of the corporation.

(b) No shareholder shall have the right to cumulate votes in the election of directors.

4. Preemptive Rights. No holder of shares of Common Stock of the corporation shall, as such holder, be entitled as of right to subscribe for, purchase or receive any part of any new or additional issue of stock of any class, whether now or hereafter authorized, or of bonds, debentures or other securities convertible into or exchangeable for stock, but all such additional shares of stock of any class, or bonds, debentures or other securities convertible into or exchangeable for stock, may be issued and disposed of by the board of directors on such terms and for such consideration, so far as may be permitted by law, and to such persons, as the board of directors in its absolute discretion may deem advisable.

ARTICLE V—REGISTERED OFFICE AND AGENT

The address of this corporation's registered office and the name of its registered agent at such address is:

Richard D. Reinhold
1415 South Main Street
Salt Lake City, Utah 84115

ARTICLE VI—DIRECTORS

The board of directors shall consist of such number of members, which number shall not be less than three (3) nor more than nine (9) as may be determined and established from time to time by the board of directors and shall be divided into three (3) classes, as nearly equal in size as possible. The initial terms of directors first elected or reelected by the shareholders after the adoption of this amendment and revision of the Articles of Incorporation shall be for the following terms of office:

Class I Directors	—	One Year
Class II Directors	—	Two Years
Class III Directors	—	Three Years

Upon the expiration of the initial term specified for each class of directors, their successors shall be elected for three-year terms or until such time as their successors shall be elected and qualified, with one class of directors to be elected each year.

Vacancies on the board of directors, whether the result of removal (with or without cause), death, resignation or otherwise, shall be filled by majority vote of the remaining members of the board of directors, regardless of whether such remaining members constitute a quorum.

The corporation shall nominate persons to serve as members of the board of directors upon the expiration of the term of each class of directors, which nominations shall be submitted to the shareholders at the annual meeting of shareholders for approval. Any nominations for election to the board of directors shall be received, with respect to any annual meeting of shareholders, not later than the date specified by the board of directors for submission of such nominations. Failure to submit timely nominations shall prevent consideration of the nominations at such annual shareholders' meetings.

Directors of the corporation may be removed, with or without cause, only upon the affirmative vote of the holders of a majority of the outstanding capital stock entitled to vote thereon.

The board of directors may, from time to time, distribute to the shareholders in partial liquidation, out of stated capital or capital surplus of the corporation, a portion of the corporation's assets, in cash or property. The board of directors may mortgage or pledge the property of the corporation, and the mortgage or pledge of all or substantially all of the property or assets, with or without the good will, of the corporation shall be deemed to have been made in the usual and regular course of the corporation's business.

ARTICLE VII—INDEMNIFICATION OF OFFICERS AND DIRECTORS

The corporation shall indemnify any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise to the fullest extent permitted by the Utah Revised Business Corporation Act, as the same may hereafter be amended, or as otherwise permitted by law.

ARTICLE VIII—DIRECTOR'S LIABILITY

The personal liability of any director to the corporation or its shareholders, for monetary damages for any action taken or any failure to take any action as a director, is hereby eliminated to the fullest extent permitted by the Utah Revised Business Corporation Act, as the same may hereafter be amended.

ARTICLE IX—AMENDMENTS

Notwithstanding any provision of law, or of these Articles of Incorporation or the Bylaws of the corporation, this Article IX of these Articles of Incorporation and Sections 2.10 and 3.3 of the Bylaws of the corporation may be amended, deleted or otherwise altered only upon the affirmative vote of a

